

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11069 (CTG)

(Jointly Administered)

Related D.I.:

**DECLARATION OF DISINTERESTEDNESS OF NATIONS CAPITAL LLC, RITCHIE
BROS. AUCTIONEERS (AMERICA) INC., IRONPLANET, INC., RITCHIE BROS.
AUCTIONEERS (CANADA) LTD., AND IRONPLANET CANADA LTD.**

Each of the undersigned declares under penalty of perjury:

1. The undersigned are the Executive Vice President of Nations Capital LLC, the President - North America Sales of Ritchie Bros. Auctioneers (America) Inc., IronPlanet, Inc., Ritchie Bros. Auctioneers (Canada) Ltd., and IronPlanet Canada Ltd.

2. On August 6, 2023 (the “Petition Date”), each above-captioned debtor (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

3. The Debtors are seeking to retain Nations Capital, LLC, Ritchie Bros. Auctioneers (America) Inc., IronPlanet, Inc., Ritchie Bros. Auctioneers (Canada) Ltd. and IronPlanet Canada Ltd. (collectively, the “Agent”) as their exclusive agent to sell the Debtors’ Rolling Stock Assets.²

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

² Capitalized terms not otherwise defined herein are defined as in the [Application to Retain Nations Capital, LLC, Ritchie Bros. Auctioneers (America) Inc., IronPlanet, Inc., Ritchie Bros. Auctioneers (Canada) Ltd. and IronPlanet Canada Ltd. as the Debtors’ Exclusive Agent to Sell Rolling Stock Assets], filed herewith.

4. Nations Capital, LLC is majority-owned by Gordon Brothers Group, LLC, a large organization with subsidiaries which, in the ordinary course of business, engages in a wide range of activities and transactions, including asset dispositions, appraisals, real estate brokerage and investments.

5. To check potential connections with the Debtors and other parties in interest in these chapter 11 cases, each of the undersigned reviewed the list of parties in interest which the Debtors provided to Agent and their counsel (the “Potential Parties in Interest”) to determine whether Agent had any material relationships with the entities identified by the Debtors and its representatives as potential. To the extent this inquiry has revealed any material connections to certain Potential Parties in Interest, those connections are listed on and described in the attached **Schedule 1**.

6. Except as otherwise set forth herein, to the best of each of our knowledge, information, and belief, neither Agent nor any entity comprising of Agent or any employee of each such entity (i) is a creditor, equity security holder or an insider of the Debtors or (ii) is or was, within two years before the Petition Date, a director, officer, or employee of any of the Debtors. In addition, none of the Agent professionals expected to assist the Debtors in these chapter 11 cases is related or connected to any United States Bankruptcy Judge for the District of Delaware, the U.S. Trustee, or any person employed in the office of the U.S. Trustee.

7. As part of its diverse global activities, Agent may be involved in numerous cases, proceedings, and transactions involving many different entities, attorneys, accountants, investment bankers, financial consultants, or other professionals, some of whom may be or represent claimants and parties in interest in these chapter 11 cases. Further, Agent may have in the past, and may in the future, advised and/or have been represented by several attorneys, law firms, and other

professionals, some of whom may be involved in these chapter 11 cases. Finally, Agent may currently, have in the past, and will likely in the future, be working with or against Potential Parties in Interest involved in these chapter 11 cases in matters wholly unrelated to these chapter 11 cases. Based upon each of our current knowledge of the Potential Parties in Interest involved in these chapter 11 cases, and to the best of each of our knowledge, none of these business relationships constitute interests adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders in matters upon which Agent is to be employed, and none are in connection with these chapter 11 cases.

8. The Debtors have numerous creditors and relationships with a large number of individuals and entities that may be Potential Parties in Interest in these chapter 11 cases. Consequently, although reasonable effort has been made to discover Agent's material connections with the Potential Parties in Interest, Agent is unable to state with certainty whether every material relationship or connection has been identified and disclosed and whether any of its customers or an affiliated entity of a customer holds a claim or otherwise is a party in interest in these chapter 11 cases. For the avoidance of doubt, to the extent that any new relevant facts or relationships bearing on the matters described herein during the period of the Agent's retention are discovered or arise, the Agent will use reasonable efforts to promptly disclose such facts or relationships by filing a supplemental disclosure with the Court.

9. For the reasons set forth in this Declaration, Agent believes that it (a) is a disinterested person as defined in the Bankruptcy Code and (b) does not hold or represent any interest adverse to the Debtors' estates.

Pursuant to 28 U.S.C. § 1746, each of the undersigned declares under penalty of perjury that the foregoing is true and correct.

[Signature page follows]

Date: October 16, 2023


**RITCHIE BROS. AUCTIONEERS (AMERICA) INC.
IRONPLANET, INC.
RITCHIE BROS. AUCTIONEERS (CANADA) LTD.
IRONPLANET CANADA, LTD.**

DocuSigned by:

5867434751EC48C...
By: Jake Lawson
Title: Authorized Signatory

Date: October 16, 2023

NATIONS CAPITAL, LLC

DocuSigned by:

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By: Jim Burke
Title: Authorized Signatory

SCHEDULE 1

Entity	Debtor's Connection	Agent's Connection
Bank of America	Creditor	Creditor
US Bank N.A.	Creditor	Creditor
Citizens Bank N.A.	Creditor	Creditor
JP Morgan Chase N.A.	Creditor	Creditor
Wells Fargo	Creditor	Creditor
Ernst & Young	Vendor	Auditor